

EXHIBIT D

JUDGE'S COPY

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5/13/03

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FILED

JUN - 2 2003

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NORTHERN DISTRICT OF CALIFORNIA

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16 Attorneys for Plaintiff

17 **UNITED STATES DISTRICT COURT**
18 **NORTHERN DISTRICT OF CALIFORNIA**
19 **SAN FRANCISCO DIVISION**

20 In re SOLECTRON CORPORATION
21 SECURITIES LITIGATION

) Master File No. C-03-986-CRB
)
)

22 This Document Relates To:

23 ALL ACTIONS

) **JOINT STIPULATION AND**
) **[PROPOSED] ORDER OF LEAD**
) **PLAINTIFF APPLICANTS TO**
) **APPOINT LEAD PLAINTIFFS AND**
) **TO APPROVE LEAD PLAINTIFFS'**
) **SELECTION OF LEAD COUNSEL,**
) **EXECUTIVE COMMITTEE AND**
) **LIAISON COUNSEL**
)
)

1 WHEREAS, on March 6, 2003, the first class action complaint (the “Abrams Action”)
2 alleging violations of federal securities laws was filed with this Court on behalf of purchasers of
3 Soletron Corporation securities. Seven related complaints were filed shortly thereafter;

4 WHEREAS, on or about March 6, 2003 pursuant to Section 21D(a)(3)(A) of the
5 Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §78u-4(a)(3)(A), the plaintiff in
6 the Abrams Action caused notice to be published on the *PRNewswire* (the “Notice”), informing
7 class members of their right to seek appointment as lead plaintiff;

8 WHEREAS, on April 28, 2003 this Court consolidated all related cases to the Abrams
9 Action under the above caption.

10 WHEREAS, on May 5, 2003, Johnson Asset Management and George E. Scharpf,
11 pursuant to Section 21D of the Private Securities Litigation Reform Act of 1995 (“PSLRA”),
12 timely filed a motion to appoint themselves as lead plaintiffs and to approve their choice of
13 counsel, Schiffrin & Barroway, LLP and Cauley Geller Bowman Coates & Rudman, LLP, as lead
14 counsel and Green & Jigarjian, LLP as liaison counsel;

15 WHEREAS, on May 5, 2003, Brian Clark pursuant to Section 21D of the PSLRA, timely
16 filed a motion to appoint himself as lead plaintiff and to approve his choice of counsel, Schatz &
17 Nobel, P.C., as lead counsel and Wolf Haldenstein Adler Freeman & Herz, LLP as liaison
18 counsel;

19 WHEREAS, on May 5, 2003, Yvonne Chern, Tew Chen & Ramon Chiu, and Anthony J.
20 Zimbone, pursuant to Section 21D of the PSLRA, timely filed a motion to appoint themselves as
21 lead plaintiffs and to approve their choice of counsel, Cohen, Milstein, Hausfeld & Toll,
22 P.L.L.C., as lead counsel and Berman DeValerio Pease Tabacco Burt & Pucillo as liaison
23 counsel;

24 WHEREAS, movant Brian Clark hereby withdraws his motion to appoint himself as lead
25 plaintiff;

26 WHEREAS, movants Yvonne Chern, Tew Chen & Ramon Chiu, and Anthony J.
27 Zimbone hereby withdraw their motion to appoint themselves as lead plaintiffs;

28 WHEREAS, Johnson Asset Management and George E. Scharpf have demonstrated that

they have suffered the largest financial losses of all movants, they understand the importance of supervising and monitoring the case, and otherwise satisfy the requirements of Section 21D(a)(3)(B)(iii)(I) of the Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(iii)(I); and

IT IS HEREBY STIPULATED AND AGREED, by the parties, through their undersigned counsel, as follows:

1. Class members Johnson Asset Management and George E. Scharpf shall be appointed Lead Plaintiffs pursuant to §21D(a)(3)(B) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B);

2. Lead Plaintiffs' selection of Schiffrin & Barroway, LLP and Cauley Geller Bowman Coates & Rudman LLP as Lead Counsel shall be approved pursuant to §21D(a)(3)(B)(v) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(v);

3. Lead Plaintiffs' selection of the law firm of Green & Jigarjian, LLP shall be approved as Liaison Counsel.

4. Brian Clark, Yvonne Chern, Tew Chen & Ramon Chiu, and Anthony J. Zimbone's designated counsel, Schatz & Nobel, P.C. and Cohen, Milstein, Hausfeld & Toll, P.L.L.C. shall be approved as members of Plaintiffs' Executive Committee, and shall perform such necessary non-duplicative functions as assigned by lead counsel.

5. Lead Counsel shall have the authority to speak for all plaintiffs and class members in all matters regarding the litigation including, but not limited to, pre-trial proceedings, motion practice, trial and settlement, and shall make all work assignments in such a manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort. Additionally, Lead Counsel shall have the the following responsibilities:

- a. to brief and argue motions;
- b. to initiate and conduct discovery, including, without limitation, coordination of discovery with defendants' counsel, the preparation of written interrogatories, requests for admissions, and requests for production of documents;
- c. to direct and coordinate the examination of witnesses in depositions;
- d. to act as spokesperson at pretrial conferences;

1 e. to call and chair meetings of plaintiffs' counsel as appropriate or necessary
2 from time to time;

3 f. to initiate and conduct any settlement negotiations with counsel for
4 defendants;

5 g. to provide general coordination of the activities of plaintiffs' counsel and
6 to delegate work responsibilities to selected counsel as may be required in such a manner as to
7 lead to the orderly and efficient prosecution of this litigation and to avoid duplication or
8 unproductive effort;

9 h. to consult with and employ experts;

10 i. to receive and review periodic time reports of all attorneys on behalf of
11 plaintiffs, to determine if the time is being spent appropriately and for the benefit of plaintiffs,
12 and to determine and distribute plaintiffs' attorneys' fees; and

13 j. to perform such other duties as may be expressly authorized by further
14 order of this Court.

15 6. Lead Counsel shall be responsible for coordinating all activities and appearances
16 on behalf of the Class and for disseminating notices and orders of this Court.

17 7. No motion, application or request for discovery shall be served or filed, or other
18 pretrial proceedings initiated, on behalf of Lead Plaintiff, except through Lead Counsel.

19 8. Lead Counsel for the Class shall be available and responsible for communications
20 to and from the Court.

21 9. Defendants' counsel may rely upon all agreements made with the Class Lead
22 Counsel.

1 Dated May 23, 2003

GREEN & JIGARJIAN, LLP

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11 Proposed Liaison Counsel

12 Dated May 23, 2003

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21 Dated May 23, 2003

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Proposed Lead Counsel

1 Dated May 23, 2003

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11 Counsel for Brian Clark and Proposed Member of
12 Plaintiffs' Executive Committee

13 Dated May 23, 2003

COHEN, MILSTEIN, HAUSFELD & TOLL, P.L.L.C.

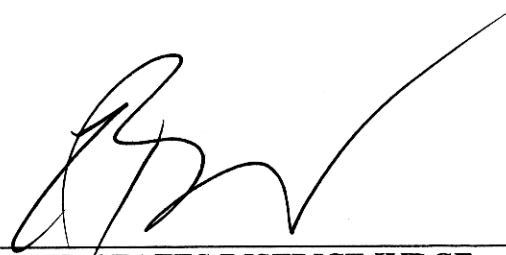
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23 Counsel for Yvonne Chern, Tew Chen & Ramon Chiu, and
24 Anthony J. Zimbone and Proposed Member of Plaintiffs'
25 Executive Committee

26 IT IS SO ORDERED:

27 Dated: May 30, 2003

28 
UNITED STATES DISTRICT JUDGE